FORM ADV – PART 2A

February 21, 2023

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This Brochure provides information about the qualifications and business practices of Ziegler Capital Management, LLC doing business as ZCM ("ZCM"). If you have any question about the contents of this Brochure, please contact us at (312) 368-1442. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about ZCM, including a copy of its Form ADV Part 1, is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Material Changes to This Brochure

This Brochure dated February 21, 2023 represents an update to the Brochure dated May 31, 2022 (the "Prior Brochure"). ZCM routinely makes updates throughout the Brochure to improve and clarify the description of its business practices, compliance policies and procedures, as well as to respond to evolving industry best practices.   This Brochure has been updated to reflect the following changes since the last annual update:

- Ziegler Capital Management, LLC has changed its primary business name to Ziegler Capital Management, LLC, doing business as ZCM.

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Item 4 - Advisory Business

Ziegler Capital Management, LLC, doing business as ZCM ("ZCM", "Firm", "we", "us", "our") is a Delaware Limited Liability Company that provides discretionary investment supervisory services and other advisory services to a wide variety of clients.

ZCM is a majority owned subsidiary of Diffractive Managers Group, LLC ("Diffractive"), a subsidiary of 1251 Capital Group, Inc. ("1251 Capital"), a financial services holding company. In addition, members of ZCM management are minority equity owners in the Firm.

As of December 31, 2022, ZCM has statutory assets under discretionary management of $6.4 billion and non-discretionary assets of $18.1 million. ZCM also has assets under advisement, primarily through Unified Managed Account programs ("Model Programs"), of $1.7 billion.

The advisory services of ZCM are described in detail below.

Investment Management Services

ZCM provides investment management services to institutional and high-net-worth clients through separately managed accounts, open-end mutual funds, and model-based accounts. The services involve managing each client's account on a continuous basis and purchasing and selling investments in the account as ZCM's professional staff deems necessary by using discretionary authority granted to ZCM by the client. Types of securities managed include stocks, bonds, options, mutual funds, and exchange traded funds ("ETFs"). Some of these positions generally are used for "hedging" purposes and are designed to reduce, but not necessarily eliminate, the risk in various client portfolios. Clients may impose restrictions on investing in certain securities or types of securities. We manage client portfolios in accordance with their investment policies and use reasonably available resources to comply with investment restrictions, when applicable. Clients are obtained by direct solicitation, referred by consultants, or referred by unaffiliated third-party solicitors.

ZCM manages portfolios not involving continuous investment supervisory services. These services are provided when ZCM is retained to perform a particular function not involving specific knowledge of other assets of the client. An example of such a service is the management of an institution's bond portfolio, but not other securities within the client's investment portfolio.

ZCM also provides sub-advisory services to both affiliated and unaffiliated asset managers by furnishing its investment strategies to the asset manager's clients.

The initial investment and asset allocation recommendations are based on the financial information gathered from, or provided by, each client including a complete Investment Policy Statement, investment restrictions requested by the client, or overall financial condition. Based on this information, the client is provided with initial investment recommendations designed to provide an appropriate asset mix consistent with the client's objectives. The client's portfolio and its performance are then monitored by the client's Client Service Representative ("Client Service Rep"), and portfolio manager, for consistency with the client's stated goals and objectives. Portfolio Management will also monitor portfolios collectively, at the strategy level. The frequency of these reviews and transactions made for a client's accounts are determined by the Client Service Rep. Clients are free to contact their Client Service Rep at any time if they have questions about their accounts.

ZCM does not assure or guarantee the results of its Discretionary Supervisory Services. Thus, losses can occur from following ZCM's advice pertaining to any investment or investment approach, including using conservative investment strategies.

Additionally, ZCM also designs and constructs specialized portfolios and provides consulting services tailored to meet specific client mandates. ZCM also acts as a "Qualified Professional Asset Manager" (QPAM) under the Employee Retirement Income Security Act of 1974 (ERISA), providing requested guidance on specific transactions related to particular assets of employee benefit plan investors.

Services to Mutual Funds

ZCM provides investment management services to two mutual funds: the Ziegler Senior Floating Rate Fund and the Ziegler FAMCO Hedged Equity Fund, each of which is registered under the Investment Company Act of 1940. In its capacity as the adviser to the Ziegler Senior Floating Rate Fund, we have hired an unaffiliated investment manager, Pretium Credit Management, LLC ("Pretium"), to provide sub-advisory services. Further, in its capacity as the adviser to the Ziegler FAMCO Hedged Equity Fund, we have hired an unaffiliated investment manager, USCA Asset Management, LLC ("USCA"), to provide sub-advisory services.

Interested investors should refer to each fund's prospectus and Statement of Additional Information ("SAI") for important information regarding objectives, investments, time-horizon, risks, fees, and additional disclosures. These documents are available online at www.zieglercapfunds.com.

Prior to making any investment in the Fund, investors and prospective investors should carefully review these documents for a comprehensive understanding of the terms and conditions applicable for investment in the Fund.

ZCM also acts as an investment sub-adviser to unaffiliated mutual funds including the Delaware Covered Call Strategy Fund, the Delaware Premium Income Fund, and the Dunham Small Cap Value Fund. Interested investors should refer to each respective fund's prospectus and SAI, or other similar document, for important information regarding objectives, investments, time-horizon, risks, fees, and additional disclosures. These documents are available on-line at each fund's website.

Prior to making any investment in any mutual fund, investors and prospective investors should carefully review these documents for a comprehensive understanding of the terms and conditions applicable for investment in that fund.

Advisory Services for Wrap Programs and Model Investment Portfolios

ZCM acts as a discretionary investment manager for one or more unaffiliated broker-sponsored (the "Wrap Sponsors") wrap-fee programs ("Wrap Programs"). Clients participating in wrap programs may be charged various program fees in addition to the advisory fee charged by us.

ZCM provides asset management services to clients that select ZCM to manage their accounts through their respective Wrap Sponsor. We manage the program accounts in accordance with their investment policies and will use reasonably available resources to comply with investment restrictions, when applicable. There may be differences in the performance of wrap portfolios among ZCM clients and other institutional accounts invested in similar strategies we manage for other clients, resulting from differences in the number of securities held in the portfolio, cash availability, investment restrictions, account sizes, tax considerations, and other factors. The Wrap Sponsor generally pays ZCM a fee based on assets managed in connection with the program. The fees we receive in connection with Wrap Programs may vary from fees charged to other clients and between Wrap Programs. For our services, we receive a portion of the total wrap fee charged by the Wrap Sponsor.

We also provide model investment portfolios ("Models") to various outside financial institutions (each a "Model Provider") for their unified managed account programs and other model-driven investment vehicles ("Model Programs"). The Models contain our current investment recommendations as to the composition of a portfolio that would be purchased for an account managed in accordance with the relevant investment strategy. The recommendations generally reflect the investment recommendations and security weightings simultaneously being made for our discretionary institutional and high-net-worth clients within the same investment strategy. The Model Provider may implement our Model recommendations on its own trading platform for the clients that have chosen to participate in the program. Model Providers may choose to implement some or all of our recommendations in terms of both the securities and/or the weightings. As securities and weightings change in the Model, those modifications are communicated to the Model Providers, consistent with our trade rotation practices, as referenced in ***Item 12 – Brokerage Practices***. There is no requirement that the Models be administered as they are provided, or at all, and we generally do not monitor or supervise the Model Programs administered by the outside Model Provider. As a result, the performance of our discretionary accounts and those of the Models using the same investment strategy may differ for these and other reasons.

Generally, Wrap Program and Model Program accounts utilizing the same investment strategy may perform similarly, however, there could be performance differences between them. Performance dispersion can occur because ZCM does not have trading discretion over the Model Program accounts.

Sweep vehicle choices are determined by each custodian and we may not have tax-exempt sweep vehicles to choose from with every custodian. This could result in tax-exempt mandates utilizing a taxable sweep vehicle and, thereby, generating taxable income.

Other Advisory Services

ZCM also provides other advisory services to high-net-worth individuals, corporations, endowments/foundations, retirement plans, and retirement plan participants. These advisory and consulting services include: helping formulate client investment objectives; identifying risk tolerance characteristics; developing investment policy statements; creating asset allocation strategies driven by the client's policy or risk profile; searching for suitable investment managers, mutual funds and/or investment products (e.g., stocks and bonds) to implement these strategies; and continuous monitoring, evaluation and reporting on client accounts.

Investment managers of client accounts may also be investment advisers to mutual funds recommended to clients, and thus have a conflict of interest when recommending these funds to clients. ZCM intends to base recommendations on the best interests of its clients. Although ZCM believes its services are competitively priced; clients may be able to obtain similar advisory services at lower prices if purchased elsewhere.

Additionally, in cases where mutual fund shares are purchased, clients should be aware that they will pay both a direct management fee to ZCM for purposes of selecting, monitoring, and recommending the liquidation of mutual fund shares and an indirect management and other fees or expenses through the mutual fund which pay an investment adviser for management of assets within the particular fund. See the respective fund's prospectus for a discussion of its fees and expenses and refer to ***Item 5 - Fees and Compensation*** below for additional details. In instances where ZCM recommends a mutual fund it advises or sub-advises, it shall rebate the direct management fee, so as to not charge the client twice for its services.

Item 5 - Fees and Compensation

ZCM bases its investment management fees on a percentage of assets under management. Generally, we provide advisory services on an individualized basis, based on the particular needs of each client. Accordingly, fees will be negotiated with each individual client depending on the nature of services to be provided, the type of client, other assets the client may have invested with us, and other relevant factors.

We generally have established investment advisory fees in accordance with the schedules below. Fees are for advisory services only, unless otherwise indicated. We will directly invoice clients for investment management fees. We may amend our fee schedule with our advisory contracts.

Investment Management Services Fees

Non-investment company clients compensate ZCM on a quarterly basis for account management services in accordance with the following fee schedule, which is based upon the types of securities managed and assets under management in their accounts:

Account Type	***Maximum Annual Fee***
Equity	1.00%
Balanced	1.00%
Fixed Income	1.00%
Enhanced Cash	0.50%
Options	0.50%
Covered Call	0.50%

These fees represent the maximum fees charged. Fees are negotiated on a relationship basis. While the fee schedule above represents the majority of the products and services offered to most of our clients, there are specialized products and/or services provided based on specific client mandates for which there is no set fee schedule. Fees for those accounts are not represented in this document and generally are negotiated with the client on a case-by-case basis.

Depending on the account, nature of investment strategy and/or the volatility in the size of the account based upon withdrawals or additions, ZCM will charge an advisory fee for its management services using one of the following calculations:

1. In Advance. A quarterly fee will be billed in advance based on the market value of assets under management at the beginning of each calendar quarter. For agreements beginning intra-quarter, the initial fee will be based on the market value on the account inception date and will be prorated based on the number of days in the billing period.

   In the event of contract termination, the fee shall be prorated to the date of termination. No fee adjustment will be made during any fee period for appreciation or depreciation in account asset value during that period.

2. In Arrears. The quarterly fee will be billed in arrears for the previous quarter based on the market value of assets under management on the last business day of the previous quarter. For agreements beginning intra-quarter, the initial fee will be based on the market value of the account inception date and will be prorated based on the number of days in the billing period.

   In the event of contract termination, the fee shall be prorated to the date of termination. If assets are withdrawn during the quarter, ZCM may prorate the fee for the number of days services were provided during the quarter prior to the withdrawal.

3. Averaging.

   a. Average Capital Base: Using this method, the management fee for the first calendar quarter is calculated on the average capital base of the assets placed under its supervision and determined as of the last day of the calendar quarter. The average capital base is calculated using the beginning market value of the account and adding to this value the time-weighted net contributions and withdrawals of capital during the quarter in order to determine the billable asset value. Management fees charged by ZCM on subsequent calendar quarters will be calculated on the average capital base of the account as determined at the close of business on the last business day of each calendar quarter. Such fees shall be calculated using the prior quarter-end market value, and adding to this value the time-weighted net contributions and withdrawals of capital during the last quarter to determine the billable asset value.

   b. Average Market Value: Fees are calculated on a quarterly basis, in arrears, based on the average of the market values in the current billing period.

4. Incentive allocation. Allocations are calculated on an annual basis, in arrears, based on the calculation of net profits or net losses during the period, provided all previous net losses have not been subsequently offset by net profits.

With the exception of incentive allocations, fees are charged on the billable asset value at an annual rate, and one quarter (1/4) of the annual fee is payable as of the close of each calendar quarter. Termination of an advisory agreement can occur upon written notice by either party to the other and becomes effective in 30 business days after the notice date, or as outlined in the client's investment management agreement.

The fee schedules above do not apply to accounts in Wrap Programs or Model Programs. More information about ZCM's billing practices is detailed in the investment management agreement. Clients should review the fees and billing practices with ZCM.

Fees for Advised or Sub-Advised Mutual Funds

The investment advisory fees we receive as an adviser or sub-adviser to mutual funds are described in the registration statements and/or financial filings of those funds, including the funds' prospectuses, which are available as described herein.

When we invest in shares of a fund we advise or sub-advise, we do not charge an investment management fee. Instead, we exclude those mutual fund assets when we calculate the investment management fees charged to you.

Wrap Program Fees

We participate in several Wrap Programs and Model Programs (collectively, the "Programs"), as described in ***Item 4 – Advisory Business***, which are sponsored by unaffiliated investment advisory and/or brokerage firms. As a client in such a Program, you should carefully review the Wrap or Model Sponsor's Form ADV for complete details regarding the Program, including the risks, fees and expenses of the Programs. The minimum account size of such Programs is determined by the Wrap or Model Sponsor, and we reserve the right to waive or reduce the minimum account size at our discretion. As a client participating in these Programs, you may be charged various Program fees in addition to the advisory fee charged by us. All such fee disclosures will be provided in the Program Sponsor's ADV Part 2A.

Other Advisory Services

Fees for these other advisory services are negotiated and depend upon the complexity and nature of the assignment. Asset based fees are typically billed quarterly, in advance, unless other arrangements are negotiated. The client and ZCM have the right to terminate the agreement upon 30 days' written notice. Any unearned prepaid fees are prorated and returned to the client. The client pays agreed upon expenses due but not paid.

We have arrangements with other advisory firms where we have discretionary authority over client assets, however, we are not the client's primary adviser and instead act in a sub-advisory capacity. Fee arrangements with these accounts are generally negotiated individually based on the needs of the client, size of the account, and services provided to such accounts.

Additional Fee and Expense Information

Clients may generally terminate their investment advisory agreement within five business days of signing the agreement. Thereafter, the advisory agreement typically will be cancelable on 30 days' notice. Clients receive a refund of a portion of any fees paid in advance, prorated based on the number of days in any quarterly period after termination.

Clients may incur other expenses while having their investments managed by us including brokerage transaction costs, markups and markdowns, and custodial fees that are separate and distinct from our advisory fees. We do not reduce our advisory fees to offset such expenses, including, without limitation, commissions charged for brokerage services or fees charged by clients' custodians.

We do not accept compensation for the sale of securities or any other investment products, including service fees from the sale of mutual funds. We strive to be an independent advisor at all times and always put our clients' interests first. Our brokerage practices are discussed in more detail in ***Item 12 – Brokerage Practices***. Clients with individually managed portfolios have the option of purchasing the investment products we recommend through other brokers and agents with no affiliation to us.

Each prospective and existing management client should carefully consider the following information about management services and contact their ZCM account manager if they have any questions.

1. Each mutual fund in which a client's assets may be invested also charges its own internal management fees and other expenses (including 12(b)-1 fees, if applicable) which already have been deducted from the fund's reported performance. A client may be able to invest directly in the shares issued by a mutual fund with or without incurring any sales or advisory service fees. In addition, there are tax effects pertaining to fund share redemptions made by ZCM on behalf of clients. Redemptions are taxable events that may accelerate the recognition of capital gains, and frequent redemptions may result in short-term, rather than long-term capital gains.
2. The amount of fees paid by clients receiving management services will vary from client to client based on the type of account and investment needs of the client. Thus, clients receiving similar advisory services will pay different fees.
3. Although ZCM believes its management services are competitively priced, clients may be able to obtain similar services at lower prices if acquired elsewhere.

All fees are negotiable and generally will not exceed amounts quoted in the preceding schedules but may under certain circumstances. Affiliates, employees and former employees of ZCM, as well as their relatives, typically receive a discount from the preceding fee schedules or, in some cases, may not pay an investment management fee at all.

Item 6 - Performance Based Fees and Side-by-Side Management

In certain limited instances, ZCM receives performance-based fees from certain eligible institutional clients. Although such arrangements are not typical for us, in the instances where we receive performance-based fees, these arrangements are designed to comply with applicable rules, including Rule

205-3 under the Investment Advisers Act of 1940. We may negotiate performance-fee arrangements with clients on an individualized basis.

Also, ZCM is the sub-adviser to a mutual fund that makes fee adjustments based on fund performance. The Dunham Small Cap Value Fund pays a base fee, subject to possible adjustment based on the fund's performance, as described in the fund's prospectus.

Simultaneously managing performance-based fee arrangements alongside standard asset-based fee arrangements creates certain conflicts of interest, particularly when allocating investment opportunities, given the possibility of greater fees from accounts that pay performance-based fees as opposed to accounts that do not pay performance-based fees. Performance-fee arrangements may create an incentive for us to focus resources on the performance-fee accounts or to select riskier investments for these accounts because they can have a higher potential over standard asset-based fee accounts within the same investment strategy. To manage the conflicts, ZCM has compliance procedures in place that we believe are reasonably designed to mitigate these conflicts.

To address these types of conflicts, we have adopted policies and procedures which promote the allocation of investment opportunities in a manner consistent with our obligations as an investment adviser. To further manage these types of conflicts, we have implemented Side-by-Side Management policies and procedures that are designed in part to manage and mitigate the potential conflicts arising from the management of traditional investment portfolios alongside alternative investment portfolios, including conflicts arising from differences in fee structures.

Item 7 – Types of Clients/Minimum Account Size

ZCM makes its advisory services available to a wide variety of clients including, but not limited to, individuals, investment companies, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations and other business entities, employee benefit plans, foundations, trusts, high-net-worth individuals, and wrap and model portfolio platforms. ZCM may also act as a sub-adviser to affiliated or unaffiliated open-end investment companies.

The minimum fee may be negotiated. In general, individually managed accounts are subject to a $1,000,000 minimum. In Wrap Program accounts, minimum investment sizes range from $25,000 to $100,000. Outside of Wrap Programs, ZCM's minimum fee per account is $10,000. ZCM may, in its sole discretion, waive its minimum account size and/or minimum fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

The minimums set forth above may be waived for mutual fund and variable annuity commission paying accounts. These guidelines apply only at the start-up of an account and may be waived or changed at our discretion during the life of the account. There are no restrictions placed on maintaining the account after start-up. All fees are subject to negotiation, but the minimum fee will not exceed the quoted amount. We may, at our discretion, accept accounts below the minimum investment provided certain conditions are satisfied.

Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss

Investing in securities involves the risk of loss that clients should be prepared to bear. ZCM does not have a single strategy or program that is utilized for all advisory clients. Rather, strategies adopted for, or recommended to, particular clients are based on the individual needs and objectives of each client. Client portfolio parameters may vary due to the industry in which the client is involved or the goals for the portfolio (e.g., maximizing current income, asset preservation, or attainment of a certain yield over a defined period of time). Despite this relative diversity in clients' needs and objectives, ZCM frequently utilizes common portfolio management strategies, where applicable, to manage similar portfolios with similar needs and objectives in similar ways. Neither ZCM, nor the third-party managers it may secure, guarantee the results of the advice given. Thus, significant losses can occur by investing in any security, or by following any strategy, including conservative investments and strategies recommended or applied by ZCM.

When making investment decisions, ZCM uses many sources of information including all publicly available filings, financial periodicals, research materials prepared by others, data services, and Wall Street analysts.

Equity Strategies

ZCM Equity Group

ZCM's Equity Group utilizes quantitative screens to identify and exploit anomalies in behavioral finance that can produce asset mispricing. We seek to capture investor overreaction to past events by screening a broad (investable) universe of stocks and grouping the stocks into either "neglected," "popular," or "neutral" categories. The strategy then screens within each of these groups to measure investor under-reaction to current information that can signal a catalyst for change. These screens for under-reaction are run within each of the three categories to separate favorable stocks from the unfavorable and essentially produce lists of potential "buy", "hold" and "sell" candidates.

The equity team regularly reviews these lists for idea generation and performs fundamental analysis upon the items of interest. A portfolio of stocks is constructed and maintained using statistical tools that optimize the trade-off between risk and expected return.

Red Granite Group

Accounts managed by the Red Granite Group generally follow a strategy of long-term purchases (securities held at least one year) and short-term purchases following the Red Granite large cap growth or large cap balanced strategy. The Red Granite strategy includes investing in typically high-quality companies with persistent earnings growth. The Red Granite team uses bottom-up fundamental analysis, bolstered by technical analysis, charting, and cyclical analysis.

Red Granite's experienced research analysts also prepare original, proprietary research reports that are shared with this team's Investment Committee and the portfolio managers.

MVP Group

The MVP Group's equity strategies utilize a fundamental, bottom-up approach designed to identify underpriced securities with a strong potential for long-term appreciation. The investment process starts with a deep fundamental analysis of the universe by our sector specialists who then evaluate projected levels of cash flow return on investment to identify those stocks that provide the highest potential appreciation. The portfolio is then constructed using what we believe are the most attractive stocks by sector with a focus on risk management strategies. The MVP equity team uses data and analytical tools that are necessary for the investment process and provide information for effective monitoring and managing portfolio risk.

FAMCO Group

The FAMCO Group's equity strategies utilize top-down macroeconomic research and bottom-up fundamental research to create a diversified portfolio of large capitalization equity securities. All equity securities trade on U.S. exchanges, with the universe typically restricted to the most liquid stocks. Because investment themes can change as the economic cycle progresses, FAMCO's investment process involves continuous review of data, including economic statistics, market events, and relative valuation. Data collected includes, but is not limited to, economic releases, Federal Reserve policy, interest rates, inflation, commodity pricing, credit markets, employment, consumer, sector, industry, stock-specific, and regulatory factors. Research sources include publicly available data, third-party research, and internally generated studies. In certain accounts, the underlying equity portfolio is combined with an active covered call writing overlay strategy. Call options are typically sold on each individual equity holding in order to generate call premium income which can help stabilize returns by mitigating some of the losses during declining equity markets. The option overlay strategy is optimized for each equity position and dynamically managed in order to maximize income (theta and vega) while minimizing call away risk (delta). Over a market cycle, the objective of the covered call strategy is to produce less volatile returns that compound to excess returns and a higher Sharpe ratio versus the S&P 500 Index.

The team also manages a hedged equity strategy that buys individual stocks and employs an index-based, option overlay strategy designed to mitigate market volatility. This strategy adds a put spread to the covered call strategies described above.

Piermont Group

The Piermont Group believes that significant alpha generation opportunities in the small cap value segment of the market can be identified through a systematic, risk-controlled and repeatable process. Piermont focuses on security selection, limiting undesired tracking error, and positioning the portfolio optimally regardless of the type of market and economic environment. Security selection is conducted through a disciplined, consistent, and repeatable process that employs 14 distinct, sector-specific, multi-factor models that each combines five to nine factors to rank stocks versus their peers at the industry level. Overall, more than 40 factors are utilized across all of the sector models. Piermont conducts a qualitative risk review prior to purchase and on an on-going basis to identify potential company-specific risks that are not inherently identifiable by the multi-factor models. The strategy is designed to focus on security selection and to incorporate diverse and lowly correlated sources of alpha, including sector-specific models and factors. To that end, the strategy is effectively sector-neutral and beta-neutral with a similar market capitalization distribution to that of the benchmark. The strategy is diversified across 80 to 120 stocks.

Fixed Income Strategies

Institutional Fixed Income Group

The Institutional Fixed Income Group's philosophy is to produce risk-controlled, consistent and predictable returns through all markets. Sector rotation, disciplined security selection with a focus on yield and controlled duration management are used in an effort to generate income, capital appreciation and excess returns over a full market cycle. The top-down investment process utilizes macroeconomic assumptions to drive decisions on duration, yield curve, tactical or strategic allocations to TIPS, cyclical versus defensive industry allocations and the overall credit quality of the portfolio. Our fundamental macroeconomic outlook seeks to assess domestic growth prospects by looking at the actual drivers of growth, central bank policy, inflation expectations and the nature and likelihood of exogenous shocks. At the sector level, the attractiveness of trading levels relative to recent and past trading ranges and relative to alternative opportunities when adjusted for volatility will dictate favored sectors. A bottom-up security selection process will focus on the tradeoff between credit quality and break-even credit spread levels. Contribution to key rate durations is closely monitored and actively managed for overall strategy risk management.

FAMCO Group

The FAMCO Group's top-down strategies utilize a 3-step process which includes (1) seeking to identify economic cycle positioning, (2) establishing investment themes for portfolios and (3) constructing portfolios within prudent risk parameters. In this final step, the selection of fixed income securities begins with a quantitative screen that scores securities based on quality and liquidity. This screening process is important as it can eliminate sectors or subsectors considered to present undue risk (such as credit or prepayment) and to rank securities within sectors (such as within the investment grade corporate bond universe). Next, bottom-up qualitative research is produced on the bonds utilizing internal and external resources. Finally, pro forma modeling and scenario analysis is created in an effort to construct portfolios believed best positioned to perform well within the investment themes previously identified. Once the portfolio has been constructed, monthly performance attribution is produced to adjust and help improve the portfolio construction.

ZCM Sustainability Group

ZCM Sustainability invests in debt securities that provide financing to local governments and corporations that execute projects or processes that are designed to preserve natural resources or improve resiliency to the consequences of climate change. ZCM Sustainability follows a two-step process. The first step is an examination of the degree to which the projects or processes effectively preserve natural resources or improve resiliency. The team examines the extent to which the projects or processes are scalable, repeatable and measurable, then assign scores based on quantitative and qualitative data. The second step is an evaluation of the credit risk and expected return of the creditor. Only the bonds that achieve the highest scores in the first step are considered for investment and subjected to the financial analysis in the second step. The portfolio manager selects from the approved bonds in an effort to optimize both the Sustainability Score and the expected total return of the portfolio. After the portfolio is constructed, the team evaluates monthly performance attribution and annual sustainability performance to adjust and improve the portfolio.

Risk of Loss

All investment programs have certain risks that are borne by the investor and there is no guarantee that any investment strategy will meet its objectives. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks, depending upon the strategies in which you invest:

- ***Business Risk:*** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- ***Credit Risk:*** The risk that the issuer or guarantor of a fixed income security will be unable or fail to make payments of interest or principal on its securities or default on its obligations.
- ***Counterparty Risk:*** The risk that the other party or parties to an agreement or a participant in a transaction, such as a broker, might default on a contract or fail to perform by failing to pay amounts due or failing to fulfill the obligations of the contract or transaction.
- ***Currency Risk:*** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- ***Cybersecurity Risk:*** The Firm maybe be prone to operational and information security risks resulting from cyber-attacks. Cyber-attacks include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of services attacks on websites, the unauthorized release of confidential information or various other forms of cybersecurity breaches. Cybersecurity attacks affecting ZCM or its service providers may adversely impact clients. For instance, cyber-attacks may interfere with the processing of transactions, cause

the release of private information about clients, impede trading, subject clients and the Firm to regulatory fines or financial losses, and cause reputational damage. Similar types of cybersecurity risks are also present for issuers of securities in which clients may invest, which could result in material adverse consequences for such issuers and may cause ZCM's investment in such issuers to lose value.

- ***Derivatives Risk:*** Options, futures and other derivatives involve risks and are not suitable for everyone. Such trading can be speculative in nature and carry substantial risk of loss, including the loss of principal.
- ***Disaster Recovery Risk:*** ZCM maintains a Business Continuity and Disaster Recovery Plan that is reasonably designed to ensure continuity of the business and that essential business functions are restored in the event of a disaster and unforeseen occurrences. While we strive to maintain such processes to support to the Plan, the Firm cannot ensure it will be able to continue business operations in the event of every disaster event, given the unknown nature and scope of future disaster events, which could include acts of war, terrorism, accidents and sabotage. If there were to be an actual disaster event, ZCM will make reasonable attempts in light of the situation to notify clients of the impact of the event on the Firm and its clients.
- ***Economic and Market Events Risk:*** Global economies and financial markets are becoming increasingly interconnected and conditions and events in one country, region, or financial market may adversely impact issues in a different country, region or financial market.
- ***ETF Risk*****:** Under certain market conditions, we may invest in ETFs. Most ETFs use a "passive" investment strategy and seek to replicate the performance of a market index. Such ETFs do not take defensive positions in volatile or declining markets their shares may trade below net asset value. While some ETFs seek to achieve the same return as a particular market index, the performance of the ETF may diverge from the performance of the index. Some ETFs are actively managed ETFs and do not track a particular index which indirectly subjects an investor to active management risk. An active secondary market in ETF shares may not develop or be maintained and may be halted or interrupted due to actions by its listing exchange, unusual market conditions or other reasons. There can be no assurance that an ETF's shares will continue to be listed on an active exchange. In addition, shareholders bear both their proportionate share of a Fund's expenses and, indirectly, the ETF's expenses, incurred through a Fund's ownership of the ETF. Because the expenses and costs of an ETF are shared by its investors, redemptions by other investors in the ETF could result in decreased economies of scale and increased operating expenses for such ETF. These transactions might also result in higher brokerage, tax or other costs. There is a risk that ETFs may terminate due to extraordinary events. Also, certain ETFs may be dependent upon licenses to use various indexes as a basis for determining their compositions and/or otherwise to use certain trade names. If these licenses are terminated, the ETFs may also terminate. In addition, an ETF may terminate if its net assets fall below a certain amount.

- ***Extension Risk:*** Rising or high interest rates may result in slower-than-expected principal payments which may tend to extend the duration of a debt instrument, making them more volatile and more sensitive to changes in interest rates.
- ***Financial Risk:*** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- ***Frequent Trading and Portfolio Turnover Risk:*** Certain strategies may invest on the basis of short-term market considerations and will make frequent trades in securities, which can result in higher transaction costs. The turnover rate could be significant and could result in income or gains of these strategies.
- ***High-yield Fixed-income Risk:*** High-yielding, non-investment grade bonds (customarily referred to as "junk bonds") involve higher risk than investment grade bonds. Adverse conditions may affect the issuer's ability to make timely interest and principal payments on these securities.
- ***Inflation Risk:*** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- ***Interest-rate Risk:*** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline. In addition, interest rate changes typically have a greater effect on prices of longer-term fixed income securities than shorter-term fixed-income securities.
- ***Liquidity Risk:*** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties and certain small cap securities are not.
- ***Market Risk:*** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- ***Non-Diversification Risk:*** Investments that are concentrated in one or few industries or sectors may involve more risk than more diversified investments, including the potential for greater volatility.
- ***Option Risk:*** Writing call options can reduce the risk of owning equity securities to the extent of the premium earned, but it limits the opportunity to profit from an increase in the market value of stocks. Unusual market conditions or the lack of a ready market for any particular option at a specific time may reduce the effectiveness of the option strategies, and for these reasons the option strategies may not reduce the funds' volatility to the extent desired. This may result in lower performance than if the strategies were not utilized.

- ***Prepayment Risk:*** Accounts that invest in income securities bear the risk that an issuer will exercise its right to pay principal on an obligation (such as an asset-based or mortgage-backed security) earlier than expected. This may happen during periods of declining interest rates. Under these circumstances, an account may receive a lower-than-expected yield and may be forced to reinvest in lower yielding securities.

- ***Reinvestment Risk:*** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.

- ***Repurchase Agreement Risk:*** The price paid for a particular Loan or Security in the SBA pool may be less than the purchase price because of interest rate movements, supply and demand, and other factors. Repo counterparties could fail to repurchase the loans and securities upon ZCM's demand and could result in the actual loans and securities being delivered to your account.

- ***Short Positions Risk:*** A short sale of an instrument entails the theoretical risk of an unlimited increase in the market price of an instrument, which can in turn result in significant losses to a client. Purchasing instruments to close out a short position in such instruments can itself cause the price of the instrument to rise further, increasing losses. Furthermore, a client may be forced to close out a short position in a security prematurely if a lender of such security demands the return of the security sold short.

- ***Small/Mid-cap Risk:*** Stocks of small, emerging companies may have less liquidity than those of larger, established companies and may be subject to greater price volatility and risk than the overall stock market.

- ***Structured Product Risk:*** These types of products are often based on derivatives and are intended to be "buy and hold" investments and are not liquid instruments.

The above list of risks is not intended to be an exhaustive list or an explanation of the risks involved in a particular investment strategy. Consult with your Client Service Rep, legal counsel, or tax professional on an ongoing basis for additional insights.

Item 9 - Disciplinary Information

There is no material disciplinary information to report regarding ZCM or any of its associates or other related persons.

Item 10 - Other Financial Industry Activities and Affiliations

As set forth above, ZCM is a majority-owned subsidiary of Diffractive, a subsidiary of 1251 Capital which is a financial services holding company. EmStone Advisers, LLC ("EmStone"), a registered investment adviser, is a subsidiary of Emerald Advisers, LLC which, in turn, is a subsidiary of Diffractive. EmStone has engaged ZCM as a sub-adviser to manage investment strategies for certain of EmStone's clients.

While there are other subsidiaries under Diffractive, ZCM does not have any material business dealings with such affiliates.

Additionally, ZCM has a minority interest in GIA Partners, LLC ("GIA") and, as a result, GIA is an Advisory Affiliate of the Firm. Eduardo Cortes is the Chief Executive Officer and Chief Investment Officer of GIA and in May 2022, Mr. Cortes was named Chief Investment Officer of ZCM. In this capacity, he supervises ZCM's fixed income portfolio management teams and provides general investment and macroeconomic advice. To mitigate any perceived conflict due to Mr. Cortes' dual roles, investment strategies for GIA and ZCM's respective fixed income assets are managed by separate and distinct Investment Committees. The committees oversee best execution as well as fair and equitable allocations at their respective firms. In addition, policies and procedures are in place to help ensure investment decisions made by Mr. Cortes in connection with his role on either committee are documented and reported to the respective committee members. There is a possibility that the investment needs or objectives for GIA's clients and ZCM's clients have the potential to diverge from one another. This may result in differences in price, terms, and associated costs. Further, there can be no assurance that the relevant ZCM strategy and the GIA strategy will exit such investments at the same time or on the same terms. Transactions for investment strategies managed by GIA and ZCM are reviewed periodically by a third party to help ensure that no clients are systematically disadvantaged.

As noted above in ***Item 4 – Advisory Business***, ZCM is the investment adviser to the Ziegler Senior Floating Rate Fund and the Ziegler FAMCO Hedged Equity Fund (collectively, the "Funds"), each a registered mutual fund trusteed at US Bancorp. From time to time, ZCM may recommend that clients buy or sell shares of the Funds, or other funds to which sub-advisory services are provided. While ZCM endeavors at all times to put the interests of clients first as part of its fiduciary duty, clients should be aware that ZCM's receipt of compensation for managing these funds creates a conflict of interest. When we invest in shares of a fund we advise or sub-advise, we do not charge an investment management fee on those assets. Instead, we exclude those mutual fund assets when we calculate the investment management fees charged to you.

Certain ZCM employees are Registered Representatives with an unaffiliated broker/dealer, Foreside Financial Services, LLC.

Furthermore, ZCM claims an exemption from registration as a commodity trading adviser with the Commodity Futures Trading Commission ("CFTC") under CFTC Rule 4.14(a)(8).

ZCM has adopted policies and procedures designed to address conflicts, including policies restricting ZCM's trading in a security when an affiliate notifies ZCM that the affiliate has material non-public information about the security and/or issuer. As a result, ZCM may not be able to dispose of a security at a favorable time or take advantage of investment opportunities that would be available to it but for its affiliation with such affiliates. As set forth above, ZCM generally does not use affiliated brokers for execution and/or custody except with client consent and/or in the case of mutual funds, in compliance with the requirement of Rule 10f-3 of the Investment Company Act of 1940, as amended, (the "1940 Act"). In addition, a ZCM employee or an affiliate's employee can only invest or withdraw assets from an investment account or mutual fund managed by ZCM at a time when other unaffiliated customers could do the same.

Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

ZCM has adopted and enforces a Code of Ethics ("Code") in accordance with Rule 204A-1 of the Advisers Act of 1940 and Rule 17j-1 of the Investment Company Act of 1940. All employees are subject to the Code. The Code is designed to prevent the misuse of material, non-public information by ZCM or any of our employees. The Code sets forth specific provisions relating to personal and proprietary securities transactions, outside business activities, and confidentiality.

ZCM's employees are permitted to invest for their own accounts, which may include investment in our products. ZCM or our related persons may buy or sell securities for their own accounts that are bought or sold for client accounts. This creates a conflict of interest because our employees may have an incentive to execute their orders in front of our clients. To mitigate this conflict, the Code imposes restrictions (e.g., blackout periods, holding periods, restricted securities, and watch lists) on trading in securities that are held or may be held in client accounts. Any exceptions to the above must be pre-approved by the compliance department. Such approval will be given only where it is clear that the proposed activity could not create a conflict of interest or harm, disadvantage, or deprive any client of an opportunity. In the event of a conflict of interest, the foremost consideration is what is in the best interest of the client.

Additionally, all employees are subject to mandatory quarterly transaction and annual holdings certifications. The Code also requires that all employees certify on an annual basis that they have read and understand the Code and have disclosed all personal securities required to be reported.

Access Persons of the Funds that we advise also are subject to the restrictions and reporting requirements of Rule 17j-1 of the Investment Company Act of 1940.

A copy of the ZCM Code of Ethics is available upon request by calling our compliance department at 312-368-1442, emailing us at compliance@zcm.com or by sending a written request to: ZCM, 30 South Wacker Drive, Suite 2800, Chicago, IL 60606, Attention: Compliance.

Item 12 - Brokerage Practices

Account Funding

Once any client account is initially funded, or additional assets are deposited into a client account over which ZCM has investment discretion, ZCM will opportunistically implement the intended investment strategy. The actual funding of the account will serve as explicit authorization that the account is active and should be traded. This is applicable for all accounts, including any Wrap Program accounts.

Investment or Brokerage Discretion

ZCM generally has discretion over client accounts, which includes a determination of which positions are to be established; the total amount to be purchased or sold; which broker, dealer or futures commission merchant will effect such transactions; and the commission rate(s) at which the transactions will be effected.

Contracts with some clients, however, contain specific restrictions regarding, among other things, the size and type of individual stock investments relative to total assets; restrictions regarding the type of securities in which the client may invest; the nature of the issuer of such securities; and credit and other quality standards. Each client is responsible for informing us in writing of the investment objectives and cash needs of the account and of any changes or modifications made to its investment objectives, as well as any specific investment restrictions applicable to its account. Unless such investment restrictions and guidelines are based on specific, objective criteria (e.g., prohibitions on purchasing a specific security identified by CUSIP number, ticker symbol or some other clear security identifier), we will be responsible only for using our commercially reasonable efforts to comply with the client's investment restrictions and guidelines.

Except for violations of the duty of care stated in the client agreement, we are not responsible or liable for any good faith deviations from the investment objectives, restrictions and guidelines, especially where investment objectives, restrictions and guidelines involve non-specific or subjective criteria. The client must give prompt written notice if the client deems any investments made for the account to be in violation of the client's objectives or restrictions. Unless the client notifies us in writing of specific restrictions, the investments made on behalf of the client's account are deemed unrestricted.

For mutual funds that ZCM advises or sub-advises, ZCM will seek lower commission rates for portfolio transactions that are generated to meet fund flows. However, when trades are aggregated with other client trades, such as tactical trades as described below in Order Aggregation and Allocation, similar commission rates will be used.

Directed Brokerage and Broker Selection

Our clients may provide us with written direction to effect all, or a portion, of their portfolio transactions through particular broker/dealers ("Directed Brokerage"). However, we believe that our clients are more likely to receive the best results on transactions executed for their accounts where we are not limited in selecting the executing broker. Such direction to utilize a particular executing entity (a "Directed Broker") may be conditioned by the client on the broker/dealer being competitive as to price and execution of each transaction, or may be subject to varying degrees of "restrictions" (i.e., an instruction to utilize the broker or dealer whether or not competitive, or at specified levels of commission or commission discounts which are less favorable than we might otherwise attain). In the case of "restricted" designations, we generally will execute transactions in listed equity securities through the designated broker/dealer. On the other hand, unless the client has specifically directed that the designated broker be utilized for all transactions, without exception and regardless of the possible economic disadvantage to the client, we sometimes will not follow such general direction when, in our judgment, the designated broker/dealer will not afford the best price and execution. The following describes the manner in which transactions for Directed accounts will be handled, and it provides important information regarding Directed Brokerage arrangements in general:

- We may or may not be able to achieve best execution when we are directed to use a client's Directed Broker depending on the Directed Broker the client has instructed us to use, the proportion of brokerage the client has instructed us to direct, the securities that we are buying or selling for the client account, and/or the fees that client has agreed to pay to the Directed Broker.
- We will generally not negotiate commission rates with the client's Directed Broker.

- Directed Brokerage accounts may not generate the same returns as similar, non-directed accounts in the same strategy due to the disadvantages discussed above.

As it relates to client accounts that do not direct us to use a specific brokerage arrangement, we will choose the broker/dealer through which transactions will be effected for customer accounts. Several factors are considered in selecting an executing entity, including but not limited to, particular expertise in the type of position or transaction; access to relevant markets and prior experience with such executing entity; and commission rates. We may also consider research and/or brokerage services available from the entity. After considering the factors we believe are relevant to the services, we may determine to pay a commission in excess of that which the executing entity might have charged for effecting the same transaction in recognition of the value of research services provided. If securities orders are placed with broker/dealers that do not make a market in a particular security, such orders subsequently may be executed with or through a market maker in that security. In such event, there may be a mark-up/down on the price of the security in addition to the commissions or other fees paid to the clients' broker/dealers and custodians.

Order Aggregation and Allocation

It is our practice, when feasible, to aggregate tactical equity orders, also referred to as model changes, when they are received at or around the same time of day in a given trading day. These "tactical" trades involve the purchase or sale of securities for portfolios in one or more of our Strategies and will, generally, affect many client accounts at one time.

Trade aggregation combines orders for a number of client accounts into a single "block" in order to seek a more advantageous net price and treat all clients fairly. The benefit, if any, obtained as a result of such aggregation is generally allocated pro rata among the accounts of the clients that participated in the aggregated transaction. There may be situations in which one investment strategy is selling a security that another investment strategy is buying, in these cases orders will be placed in the sequence they are ready to trade and in accordance with our Trade Rotation practices.

From time to time, aggregation may not be possible because a security is thinly traded or otherwise not able to be aggregated and allocated among all accounts seeking the investment opportunity or a client may be limited in, or precluded from, participating in an aggregated trade as a result of an investment restriction, specific brokerage instructions, or other factors. It is also possible that different investment strategies may have differing trading methodologies that preclude orders from being aggregated. One strategy may therefore be selling a given security at the same time that another, similar strategy is buying the security.

In the case of a client that has restricted us to a particular broker/dealer with respect to transactions for that client account and has specified a particular commission rate for such transactions, the client account generally will be unable to participate in aggregated orders. Further, where such client account does participate in an aggregate order executed with the client's designated broker, the client's specification of a particular commission rate will preclude that client from receiving the benefit, if any, of a lower net price resulting from the aggregation. In those circumstances, the accounts of other clients participating in the aggregated order may receive a correspondingly greater benefit.

Some types of purchase or sale transactions cannot be included in aggregated orders. These types of trades are referred to as "maintenance" trades. They include, for instance, trades resulting from the opening and closing of accounts, or from contributions to or withdrawals from existing accounts. Maintenance trades often must be executed on an individual basis rather than aggregated with other trades. In such cases, clients may not receive as favorable executions as they might otherwise receive from aggregated orders. In particular, individual trades executed for fixed income securities may be subject to greater spreads (greater differences between bid and asked prices), and may result in trade executions that are less favorable than executions received on aggregated orders.

Fixed income transactions are executed by portfolio management personnel for a particular strategy. Portfolio management personnel who manage similar fixed income strategies communicate with each other and may coordinate trading efforts in certain circumstances, but otherwise operate independently. In considering whether to aggregate a fixed income transaction contemplated by multiple fixed income portfolio management teams, they will consider factors such as: the time frame over which different portfolio management teams wish to build, reduce or eliminate a position; price limits and other instructions established by a portfolio management team for a specific order for a client account; client cash flows; the liquidity of the securities involved; and other relevant market information.

The fixed income teams may from time to time receive allocations of new security issues that may be purchased for client accounts. In determining the allocation of these securities, the allocation of such new issues will occur on a pro-rata basis for all eligible participating accounts, consistent with the specific investment strategy.

The FAMCO Covered Call Strategy and any mutual funds managed to this strategy will trade separately from other equity and option trades ZCM may place, given the nature of the Covered Call Strategy. The long stock positions are typically traded in tandem with the corresponding short call options. Brokers execute these trades as a package; therefore, we are not able to aggregate the equity portion of these trades with other ZCM equity or option trades.

Wrap Fee Programs

Wrap Program trades have the ability to be aggregated with other non-directed trades; these are known as step-out trades. Stepping-out trades is a practice we will engage in, depending upon the Wrap Sponsor and the type of security, particularly fixed income wrap trades. We believe this practice enables us to obtain more favorable executions, including better pricing and enhanced investment opportunities, than would otherwise be available if orders were not aggregated. Using block transactions may also assist in avoiding the adverse effect of the price of a security that could result from simultaneously placing a number of separate, successive or competing client orders with multiple Wrap Programs.

Generally, ZCM will direct maintenance trades through the Wrap Sponsor. Stepping-out these trades is usually not operationally efficient and will not likely add value since the transactions typically involve odd lots or smaller quantities of multiple securities.

In situations where ZCM is able to step-out trades, the Wrap Program clients are likely to receive the same aggregated price as other ZCM clients, but the Wrap Program client's overall transactional costs will be higher. In these situations, clients will pay transactions costs for the step-out trade as well as Wrap Program fees from the Sponsor, which are also inclusive of transaction costs. The commissions for each step-out trade placed by ZCM will be added to the price of the security, and then the Wrap Sponsor will add on its fee. A portion of the commissions generated for these step-out trades is used by ZCM to obtain soft dollar services, such as research, as described below.

Soft Dollars

In determining whether to effect clients' brokerage transactions through broker/dealers who provide us with "brokerage or research products or service" as that term is used in Section 28(e) of the Securities and Exchange Act of 1934, we review (i) whether the product or service is an eligible product or service under Section 28(e); (ii) whether the product or service provides us with lawful and appropriate assistance; and (iii) whether, in good faith, the commission is reasonable in consideration of the value received from the product or service. Furthermore, in addition to the 28(e) considerations, ZCM takes into account the CFA Institute's Soft Dollar Standards and seeks to comply with those standards as well. The CFA Institute's standards limit such payments for research services only.

Although we will, whenever possible, allocate brokerage to broker/dealers providing both best execution and research (either directly or via soft dollar credits), the commissions paid to such executing entities are expected to be comparable to those paid to other broker/dealers not providing ZCM with research or brokerage services. Moreover, we believe that soft dollar credits we receive from broker/dealers, viewed in terms of a particular transaction or our overall responsibility to all of our clients, are reasonable, although it is impossible to assign a precise monetary value to such research and execution services. Research services and other data received as a result of the soft dollar credits may relate to a specific transaction but, for the most part, will consist of a wide variety of information, products and services useful to our clients and us.

Generally, we seek to obtain proprietary research products and services, which include a broad variety of financial and related information and services. These products and services assist the portfolio managers in the decision-making process as it relates to client portfolios and may include research related to information concerning market, economic and financial data; a particular aspect of economics or on the economy in general; statistical information; data on pricing and availability of securities; financial publications; electronic market quotations; performance analytics; analyses concerning specific securities, companies, industries or sectors; and market, economic, financial studies and forecasts; and computer databases and quotation equipment.

We will not use client commissions to obtain brokerage products or services related to the connectivity between our trade order management system, our broker/dealers and various execution venues.

We obtain soft dollar credits which assist us in rendering investment advice inuring to the overall benefit of all of our clients. It is possible that certain equity accounts may bear a disproportionate soft dollar "cost" for research which primarily benefits fixed income clients. We believe, however, that the soft dollar transactions we undertake are generally fair and that those clients who benefit most from the research obtained with soft dollar credits are those that mainly bear the soft dollar costs. Further, depending upon the specific mandate of a particular strategy, its transactions may be excluded from bearing any soft dollar costs. There may be other limited instances where certain transactions may be excluded from soft dollar commissions. Such a determination is based on a specific set of facts and circumstances and takes into account what is in the best interest of our clients.

ZCM utilizes a Client Commission Agreement ("CCA"), administered by Instinet, to pay for 28(e)-eligible and CFA Soft Dollar Standards-eligible services. There are no direct soft dollar arrangements in place at this time. All eligible services are paid for via the CCA program. The CCA program separates the considerations of broker selection from the process of payment for eligible services and thereby further allows us, the Adviser, to seek best execution. As a part of this program, the Adviser negotiates the base execution rates with brokerage firms separately. It then sets another "tack on" amount to the trades with the brokers for research. This amount is sent to the Instinet account for payment of eligible services. Bills for eligible services are sent to Instinet for payment.

In other instances, ZCM will also direct trading to brokers in order to access street research produced by those brokerage firms.

ZCM has controls in place that are designed to manage the conflicts associated with soft dollars. These include: oversight by the Brokerage Practice Committee for review and approval of soft dollar arrangements; periodic review of commission rates; review of the soft dollar process to determine that commissions used to acquire research were reasonable relative to the value of the research received; and monitoring execution of transactions in clients' portfolios, including for best execution.

Trade Order Rotation for Equity Securities

As it relates to equity tactical trades, ZCM will rotate executions across broad trading categories ("Trade Categories"). The accounts are grouped largely based upon our ability to have control over the trading execution process. Accounts within each Trade Category will trade together, and the Trade Categories will be rotated. This will result in some Trade Categories trading later than others and thereby potentially receiving different prices for the same securities. The intention of the rotation is to ensure that all clients, regardless of Trade Category, are treated fairly and consistently over time.

Cross Transactions

Periodically, when it may be appropriate for one or more clients to purchase a security and for another client to sell the same security, we may, but are not required to, simultaneously place cross-trades with one or more broker/dealers or to effect the cross-trade through the applicable custodians in an attempt to seek the best execution for each client by obtaining reduced transaction or execution costs for each client.

ZCM may have a conflict of interest, particularly where a limited market exists for the security, because the client-buyer's or the client-seller's financial interests may differ at the time of the transaction. However, ZCM will not recommend any such transaction unless it believes it is suitable for both the client-buyer and client-seller. In determining the reasonableness of prices for cross transactions, ZCM will examine the market for the particular investment including, where available, obtaining current bid and ask information on the security from an unaffiliated broker, and ZCM will make a determination as to what it believes to be a fair price at the time based on the information so obtained. Because cross transactions often involve investments that are less liquid, current price information may not be readily available.

We will not effect cross-trades for client accounts that are subject to the Employee Retirement Income Security Act of 1974, as amended. If applicable, we will only place cross-trades for mutual funds for which we provide investment management services in accordance with Section 17(a) of the Investment Advisers Act of 1940.

Trade Errors

ZCM employs a standard of care in the placement, execution and settlement of trades for its clients' accounts and generally considers any deviation from the standard a trade error.

When a trade error occurs, ZCM takes action to resolve the error with the objective to return the client's account to the position that it would have been in had there not been an error. ZCM shall pay to correct any such error and shall reimburse a client for any loss resulting from an error.

Item 13 - Review of Accounts and Reports

ZCM reviews all managed accounts on an ongoing basis. A complete performance monitoring report is furnished to most clients at least quarterly. Quarterly performance reports detail assets under management and performance analysis from current quarter, year-to-date and since inception. An appraisal report, which includes a list of all securities in the portfolio, is also provided. Client meetings are available upon request.

The portfolio management team reviews client portfolios at multiple levels. Portfolios are continuously monitored to ensure they are positioned correctly versus the benchmark based on the current investment strategy. Portfolio performance attribution is performed to understand the sources of return. A review of portfolio performance to composite performance is performed monthly to ensure that any deviations are explained. Compliance personnel may also review client portfolios on a periodic basis in connection with testing of our policies and procedures. Finally, ZCM may utilize software programs to monitor client portfolios in light of their investment guidelines.

The agreement between the client and ZCM for other consulting services defines the nature of reports and account reviews and their frequency. Normally, each report includes information regarding investment results, in the absolute and relative to appropriate peer groups and benchmarks over a variety of time periods.

Item 14 - Client Referrals and Other Compensation

ZCM may enter into agreements with and compensate firms and individuals that refer prospective clients to the Firm. Typically, payments for referrals are a percentage of the customary advisory fee received by ZCM from the referred client. Thus, a referred client pays no additional fee to ZCM. At the time of solicitation, each referred client is provided with details regarding the referral arrangement before the client signs an advisory agreement with us. Such arrangements create a conflict of interest for the person or firm making the referral because of the fee the person or firm will receive for making the referral.

Additionally, ZCM may enter into agreements and be compensated by other affiliated or unaffiliated investment advisers for referring prospective clients to those firms. Payments are typically a fee based upon a percentage of the advisory fee received by the affiliated firm. As stated above, the client will not pay an additional fee for ZCM's services, and each referred client will be provided with details regarding the referral arrangements before entering into an advisory agreement.

ZCM negotiates compensation on a case-by-case basis with non-related entities that refer clients. To the extent it does so, ZCM will comply with rules under the Advisers Act, including ensuring that any such direct advisory client is advised of the relevant referral and compensation arrangements.

Item 15 - Custody

In some instances, as described in ***Item 5 – Fees and Compensation***, we may directly debit advisory fees from client accounts. In these situations, ZCM will notify the client's custodian of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send a statement to the client showing all of the transactions within the account during the period. ZCM recommends the client carefully review the custodian's statements and alert us of any discrepancy.

Additionally, ZCM is a manager in a number of Wrap Programs for which there are qualified custodians.

Item 16 - Investment Discretion

For most managed accounts, ZCM is granted discretionary authority by the client to buy and sell securities, including mutual funds, in the quantities and at the times it deems appropriate without obtaining the prior consent of the client before each transaction. We also offer such services on a non-discretionary basis. Clients may place written limitations on the percentage of portfolio securities invested in each issuer and each industry segment.

ZCM currently serves as investment manager to a number of clients, including investment companies. We strive to cause purchase and sale transactions to be allocated among clients in such manner as it deems equitable. In making such allocations, the main factors considered are the respective investment objectives, the relative size of portfolio holdings of the same or comparable securities, the commitments generally held, and opinions of the persons responsible for managing client accounts. See ***Item 12 – Brokerage Practices*** for additional disclosures relating to our order aggregation policies.

ZCM does not have authority or responsibility to pursue, maintain, participate in or defend any claims, proceedings, cause of actions, suits or disputes on behalf of a client, the plan, the trustee or the account. The client will need to provide ZCM with all additional powers of attorney and other documentation, if necessary, to appoint ZCM as agent and attorney-in-fact with respect to the account, but such powers will not authorize ZCM to take any action not authorized in the Investment Management Agreement.

Item 17 - Voting Client Securities

Pursuant to various provisions of the Investment Advisers Act of 1940, ZCM acts in a fiduciary capacity with respect to each of its advisory clients and, therefore, we must act in the interest of the beneficial owners of the accounts we manage. We understand that proxy voting decisions may affect the value of shareholdings. In the case of employee benefit plans, the power to vote proxies lies exclusively with the plan trustee or named fiduciary, unless the power has been delegated to ZCM.

Unless specific voting guidelines or directives are provided by a client, we have pre-selected certain proxy voting guidelines provided by Egan-Jones Ratings Co. ("Egan-Jones"), an independent provider of proxy research and voting recommendations. Clients may direct us to apply either one of the following proxy voting guidelines when voting their shares: Taft-Hartley Proxy Voting Policy, or Standard Proxy Guideline (collectively, "Egan-Jones Guidelines"). The Egan-Jones Guidelines are described as follows:

Egan-Jones Standard Proxy Voting Principles and Guidelines

The Egan-Jones Standard Voting Guidelines are based on principles that are influenced by current and forthcoming legislation, rules and regulations, and stock exchange rules. In general, they concentrate on the following: Directors should be accountable to shareholders, and management should be accountable to directors; Information on the Company supplied to shareholders should be transparent, and shareholders should be treated fairly and equitably according to the principle of one share, one vote.

Egan-Jones Taft-Hartley Proxy Voting Guidelines

Based upon the AFL-CIO, the Egan-Jones Taft-Hartley Voting Guidelines promote long-term shareholder value, while emphasizing the economic best interests of plan participants and beneficiaries. This policy addresses issues that affect long-term shareholder value, while considering workplace issues that may have an impact on long-term economic best interests of participants and beneficiaries, including corporate policies that affect job security and wage levels of plan participants, corporate policies that affect local economic development and stability, corporate responsibility to employees and communities in which a company operates, and workplace and environmental safety and health issues.

The Egan-Jones Guidelines are not exhaustive, do not address all potential voting issues, and do not necessarily always correspond with the opinions of ZCM. Therefore, there may be instances where ZCM may not vote the client's shares in accordance with Egan-Jones Guidelines. In the event that ZCM believes the Egan-Jones recommendation is not in the best interest of shareholders and on those matters for which Egan-Jones does not provide a specific voting recommendation, ZCM will determine how to vote the proxies. There may be instances when Egan-Jones does not send proxy vote recommendations in a timely manner or recommendations are not available. All proxies by an issuer will typically be voted similarly unless there is a specific conflict of interest or client guidelines dictate otherwise. Clients may change the Egan-Jones Guidelines applied to their account at any time, with notice to ZCM.

ZCM has engaged Broadridge Investor Communication Solutions, Inc. ("Broadridge"), through the use of its electronic system ProxyEdge, to oversee the administration of its proxy voting.

In the event that shares are unavailable due to a securities loan agreement entered into by a client or for any other reason initiated by a client, ZCM will not be responsible for voting proxies on the loaned or unavailable shares. Further, we are not responsible for voting proxies we do not receive in a timely manner or for non-U.S. proxies.

Additionally, for accounts in certain Wrap Programs, the custodian will retain proxy voting authority. As a result, the votes cast for similar ballots involving these accounts may be different than those we vote through Broadridge.

Our proxy voting process is dynamic and subject to periodic review. Reflecting this ongoing review, our judgment concerning the manner in which the best economic interest of the shareholders is achieved has changed over time based on additional information, further analysis, and changes in the economic environment. From time-to-time our policy may be revised, in our discretion, to address any such changes.

We maintain records of proxy voting in accordance with the Investment Advisers Act of 1940 and will furnish proxy voting records regarding a client's securities upon written request by the client. Additionally, a copy of our current proxy voting policies and procedures will be provided upon request. Clients may request copies of their proxy voting records by calling our compliance department at 312-368-1442, emailing us at compliance@zcm.com or by sending a written request to: ZCM, 30 South Wacker Drive, Suite 2800, Chicago, IL 60606, Attention: Compliance.

We will neither advise nor act on behalf of a client in legal proceedings involving companies whose securities are held in client accounts including, but not limited to, the filings of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

Item 18 - Financial Information

Because ZCM does not require prepayment of client fees more than six months in advance, we are not required to provide financial statements. ZCM does not have any financial condition that is reasonably likely to impair its ability to meet its contracted commitment to any client.

ERISA SECTION 408(b)(2) DISCLOSURE NOTICE

With respect to retirement plan clients subject to ERISA, ZCM serves as a fiduciary to such clients pursuant to Section 3(21) of ERISA and by virtue of being a registered investment adviser providing fee-based advisory services. ZCM provides discretionary investment management services to the portion of plan assets that are assigned to ZCM's management, which services include determining the specific securities in which to invest such plan assets, as well as the specific brokers through which to trade such securities.

Direct Compensation. As set forth in the "Fees and Compensation" above, for its services, ZCM accepts direct compensation in the form of fees. Each client's applicable fees are negotiated and set forth in the applicable investment management agreement pursuant to which ZCM manages the plan's account.

Indirect Compensation. ZCM does not receive indirect compensation from any of the issuers of securities held in client accounts (such as 12b-1 or similar fees). From time to time, ZCM may receive research reports from broker/dealers through which it executes brokerage transactions in a client account. In selecting brokers to execute client transactions, ZCM does not base its decision solely on the research provided by such broker; rather, consistent with its fiduciary obligations, ZCM selects brokers on the basis of "best execution" considering all relevant circumstances. For more detailed discussion of the factors considered in selecting brokers, see "***Item 12 - Brokerage Practices***" in this Brochure.